

# HELM

LOCOMOTIVE LEASING

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

\$176.00

VIA AIR COURIER

September 2, 1993

Ms Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N W  
Washington, DC 20423

3-246A032

RECORDED 17784 B  
FILED 17784 B

SEP 3 1993 2 45 PM

INTERSTATE COMMERCE COMMISSION

RE: Rail Car Lease Agreement dated as of April 15, 1992 ("Lease") between Helm Financial Corporation ("Lessor") and Wisconsin Power & Light Company ("Lessee")

Dear Ms Lee.

On behalf of Helm Financial Corporation, I submit for filing and recording, under 49 U.S.C Section 11303(a) and the regulations promulgated thereunder the following document.

Two (2) fully executed originals of the Termination Agreement dated July 29, 1993 ("Termination Agreement") between Helm Financial Corporation and Wisconsin Power & Light Company.

In connection with the recording of the Termination Agreement, please note the following information.

Name and Address of Lessor

Helm Financial Corporation  
One Embarcadero Center, Suite 3500  
San Francisco, CA 94111

Name and Address of Lessee

Wisconsin Power & Light Company  
222 Washington Avenue  
Madison, Wisconsin 53701

Equipment:

One hundred twenty-seven (127), 4,000 cubic foot, rotary coupled twin tub coal cars (See Exhibit A for Unit Numbers)

Previous ICC Filing:

Lease filed on April 27, 1992 under Recordation No 17784

Please file the Termination Agreement under the next available recordation number and return one (1) endorsed originals to my attention. The filing fee of sixteen dollars (\$16 00) is included in the enclosed check

Sincerely,

Maureen Krieg  
Contracts Administrator

mek  
Enclosures (2)

RECORDED  
SEP 3 1993 2 37 PM

17784-B

SEP 3 1993 2 45 PM

TERMINATION AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT ("Agreement") to terminate the Rail Car Lease Agreement dated as of April 15, 1992, as amended (the "Lease"), between HELM FINANCIAL CORPORATION ("Lessor") and WISCONSIN POWER & LIGHT COMPANY ("Lessee") is made as of July 29, 1993.

R E C I T A L S:

- A. Lessor and Lessee are parties to the Lease pursuant to which one hundred twenty-seven (127), 4,000 cubic foot, rotary coupled, twin tub coal cars bearing the reporting marks and number HLMX 150000-150126 (the "Unit(s)") were leased by Lessor to Lessee.
- B. The parties desire to terminate the Lease early with respect to the Units.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained, the parties hereto agree to the following:

- 1. The term of the Lease for each Unit shall be deemed to have terminated on the date such Unit was returned to Lessor at an interchange point located on the lines of the Burlington Northern Railroad Company, as provided in Exhibit A attached hereto ("Termination Date").
- 2. Any obligations under the Lease with respect to any Unit incurred prior to the Termination Date for such Unit shall survive the termination of the Lease for such Unit. Any obligations of either party, the terms of which provide that they shall survive termination of the Lease, shall survive, including without limitation indemnity obligations.

IN WITNESS THEREOF, Lessor and Lessee each pursuant to due corporate authority has caused these presents to be signed in its respective corporate name on the date indicated below its signature.

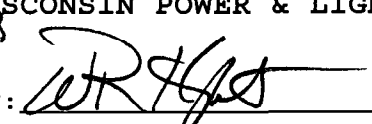
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

WISCONSIN POWER & LIGHT COMPANY

By: 

By: 

Title: \_\_\_\_\_ President \_\_\_\_\_

Title: \_\_\_\_\_ DIRECTOR FUEL SERVICES \_\_\_\_\_

Date: August 9, 1993

Date: 8-3-93

STATE OF CALIFORNIA

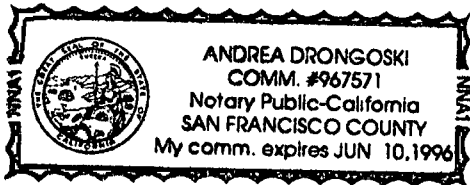
COUNTY OF SAN FRANCISCO

On August 9, 1993, before me Andrea Drongoski  
personally appeared Richard C. Kirchner, President of **HELM FINANCIAL CORPORATION**,

X personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Andrea Drongoski  
SIGNATURE OF THE NOTARY

STATE OF WISCONSIN

COUNTY OF DANE

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On this 3rd day of August, 1993, before me personally appeared William R. Raughter, to me personally known, who, being by me duly sworn, says that he is Director Fuel Services of **WISCONSIN POWER & LIGHT COMPANY**, that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Pamela L. Jameson  
Notary Public

My Commission Expires: \_\_\_\_\_

**PAMELA L. JAMESON**  
Notary Public, Dane County, Wisconsin  
~~My Commission Expires Mar. 24, 1995~~

[Notarial Seal]

**EXHIBIT A**

**To the Termination Agreement dated as of July 29, 1993 to the Rail Car Lease Agreement dated as of April 15, 1992, as amended, between Helm Financial Corporation and Wisconsin Power & Light Company**

<u>Unit Number</u>	<u>Termination Date</u>
HLMX 150000-150003	7/11/93
HLMX 150004	7/13/93
HLMX 150005-150018	7/11/93
HLMX 150019	7/13/93
HLMX 150020-150030	7/11/93
HLMX 150031	7/13/93
HLMX 150032-150055	7/11/93
HLMX 150056	7/13/93
HLMX 150057-150061	7/11/93
HLMX 150062	7/13/93
HLMX 150063-150072	7/11/93
HLMX 150073	7/13/93
HLMX 150074	7/11/93
HLMX 150075	7/13/93
HLMX 150076-150126	7/11/93